Law Offices CONDIT, McGARRY AND SCHLOFF (NON-PARTNERSHIP) SUITE 215 6905 TELEGRAPH ROAD BLOOMFIELD HILLS, MICHIGAN 48301-3159

RICHARD P. CONDIT (1933-2003) ALEXANDER B. McGARRY, PLLC MICHAEL D. SCHLOFF, PLLC MICHAEL F. CONDIT TELEPHONE (248) 645-5205

FACSIMILE (248) 645-0917

December 15, 2005

United States Bankruptcy Court for the Southern District of New York Alexander Hamilton Custom House Room 601, 6th Floor One Bowling Green New York, NY 10004-1408

In re: Delphi Corporation, et al

Case No. 05-44481 (RDD)

Dear Clerk:

Enclosed for filing please find the original and one copy of the following:

- Affidavit of Legal Ordinary Course Professional;
- Proof of Service by First-Class Mailing.

Very truly yours,

MDS\jlt Enclosures

DEC 1 9 2005

US BARRRUPTCT COURT
SO BIST OF NEW YORK

UNITED STATES BANKRUPTC SOUTHERN DISTRICT OF NEV	Y COURT V YORK		
In re DELPHI CORPORATION, et al.	., Debtors.	X : : : : :	Chapter 11 Case No. 05-44481 (RDD) (Jointly Administered)
P-4 및 및 P-6 및 소리서 모두 및 모-4 및 무-2 및 무-4			

AFFIDAVIT OF LEGAL ORDINARY COURSE PROFESSIONAL

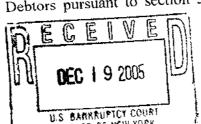
STATE OF MICHIGAN)

) ss

COUNTY OF OAKLAND)

MICHAEL D. SCHLOFF, being first duly sworn, deposes and says:

- 1. That I am an attorney and a principal of Michael D. Schloff, PLLC "Schloff" which firm maintains office at 6905 Telegraph Road, Suite 215, Bloomfield Hills, Michigan 48301.
- 2. Neither I, "Schloff", nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, has any connection with the above-captioned debtors and debtors-in-possession (the "Debtors"), their creditors, or any other party-in-interest, or their attorneys, except as set forth in this affidavit.
- 3. "Schloff" has represented and advised the Debtors in Michigan with respect to a broad range of aspects of the Debtors' businesses.
- 4. The Debtors have requested and "Schloff" has agreed, to continue to represent and advise the Debtors pursuant to section 327(c) of title 11 of the United



States Code, 11 U.S.C. §§ 101-1330, as amended (the "Bankruptcy Code"), with respect to such matters. Additionally, the Debtors have requested, and "Schloff" proposed to render the following services to the Debtors:

Legal representation in criminal and civil personal injury litigation involving Delphi Corporation, its subsidiaries and employees.

- 5. "Schloff's" current fees arrangement is to bill at an hourly rate of \$140.00 together with a reimbursement of necessary litigation expenses and costs.
- 6. Except as set forth herein, no promises have been received by "Schloff" or any partner auditor or other member thereof as to compensation in connection with these chapter 11 cases other than in accordance with the provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules, orders of this Court, and the Federal Rules promulgated by the Executive Officer of the United States Trustee.
- 7. "Schloff' has no agreement with any entity to share with such entity any compensation received by "Schloff'.
- 8. "Schloff" and its partners, auditors, and other members may have in the past represented, currently represent, and may in the future represent entities that are claimants of the Debtors in matters totally unrelated to these pending chapter 11 cases. "Schloff" does not and will not represent any such entity in connection with these pending chapter 11 cases and does not have any relationship with any such entity. attorneys, or accountants that would be adverse to the Debtors or their estates.
 - 9. Neither I, "Schloff," nor any partner, auditor or other member thereof. insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors, or their estates in the matters upon which "Schloff" is be engaged.

10. The foregoing constitutes the statement of "Schloff" pursuant to sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016(b).

FURTHER AFFIANT SAYETH NOT.

MICHAEL D. SCHLOFF, MANAGER

OF MICHAEL D. SCHLOFF, PLLC

6905 Telegraph Road, Ste. 215 Bloomfield Hills, MI 48301

(248) 645-5205

Subscribed and sworn to before me this 10th day of November 2005.

LANEEN L. TROUSDALE, Notary Public

Oakland County, Michigan

My Commission Expires: 01/16/2007

UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

Chapter 11 In re Case No. 05-44481 (RDD)

DELPHI CORPORATION, et al.,

(Jointly Administered) Debtors.

PROOF OF SERVICE BY FIRST-CLASS MAILING

STATE OF MICHIGAN)

COUNTY OF OAKLAND)

Janeen L. Trousdale, being first duly sworn, deposes and states that she served a copy of the following:

- Affidavit of Legal Ordinary Course Professional;
- Proof of Service by First-Class Mailing;

in said cause upon:

Delphi Corporation, 5725 Delphi Drive, Troy, MI 48098 (Attn: General Counsel)

Skadden, Arps, Slate, Meagher & Flom, 333 West Wacker Drive, Ste. 2100, Chicago. II. 60606 (Attn: John Wm. Butler, Jr., Esq.)

U.S. Trustee, 33 Whitehall Street, Ste. 2100, New York, NY 10044 (Attn: Alicia M. Leonhard, Esq.)

Latham & Watkins, 885 Third Avenue, New York, NY 10022 (Attn: Mark A. Broude, Esq.)

Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, NY 10017 (Attn: Marissa Wesley, Esq.)

Davis Polk & Wardell, 450 Lexington Avenue, New York, NY 10017 (Attn: Marlane Melican, Esq.)

by mailing said documents to the above-address with postage fully prepaid, and depositing

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them in a United States Mail receptacle located at Bloomfield Hills, Michigan, on the 11th day of November 2005.

Subscribed and sworn to before me

this I 1th day of November 2005.

Michael D. Schloff, Notary Public

Oakland County, Michigan

My Commission Expires: 01/03/2008